EXHIBIT A

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.

(A Texas Non Profit Corporation)

AUSTIN
7200 N. Mopac Expressway, Suite 250
Austin, Texas 78731
Tel. 512.343.7215
Fax 512.343.8134

TAYLOR
2705 West Lake Drive
Taylor, Texas 76574
Tel. 512.248.3000
Fax 512.248.3095

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.

(A Texas Non Profit Corporation)

Electric Reliability Council of Texas, Inc., (sometimes also referred to as "ERCOT" or "ERCOT ISO") a Texas non–profit corporation, pursuant to the provisions of Article 1396–4.06 of the Texas Non–Profit Corporation Act, hereby adopts the following Second Amended and Restated Articles of Incorporation, which accurately copy the Amended and Restated Articles of Incorporation as amended by all amendments thereto that are in effect to date and further amendments ~~including~~incorporating revisions to Articles Four ~~through Eleven and the addition of an Articles Twelve and Thirteen~~and Eight by these Second Amended and Restated Articles of Incorporation. Such Second Amended and Restated Articles of Incorporation contain no other change in any provision thereof. Amendments through these Second Amended and Restated Articles of Incorporation were approved by the affirmative vote of at least ~~a~~ two-thirds ~~vote~~of all votes entitled to be cast at a meeting~~ of a quorum~~ of ERCOT Members ~~held on August 16, 2000.~~at which a quorum was present, which meeting was held on _____, 2009.

~~***The effective date of these Amended and Restated Articles of Incorporation is December 19, 2000.***~~

ARTICLE ONE
NAME

The name of the corporation is "Electric Reliability Council of Texas, Inc."

ARTICLE TWO
NON-PROFIT CORPORATION

The corporation is a non-profit corporation.

ARTICLE THREE
DURATION

The period of its duration is perpetual.

ARTICLE FOUR
PURPOSE

The corporation is ~~formed for the limited purpose of~~organized and shall be operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including the following:

(a) Promoting the reliable and efficient operations of electric power systems, ensuring open access for all users of the ERCOT transmission and distribution systems on a non-discriminatory basis, coordinating activities within the region of the Electric Reliability Council of Texas and as liaison to the North American Electric Reliability Council, and performing the functions of an Independent Organization; and

(b) Engaging in any lawful act and activity consistent with the foregoing for which corporations may be formed under the Texas Non-Profit Corporation Act.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the corporation's registered office is ~~7200 N. MoPac Expressway, Suite 250,~~7620 Metro Center Drive, Austin, Texas ~~78731,~~78744, and the name of the corporation's registered agent at such address is ~~Thomas E. Noel~~Bob Kahn.

ARTICLE SIX
CURRENT BOARD MEMBERS

The number of directors constituting the board of directors is sixteen (16) and the names and addresses of the persons currently serving as directors of the corporation are:

~~Joseph J. Beal, PE~~
~~Lower Colorado River Authority~~
~~P.O. Box 220~~
~~Austin, TX 78767~~

~~Mike Greene~~
~~TXU Electric & Gas~~
~~1601 Bryan Street, 42nd Floor~~
~~Dallas, TX 75201-3411~~

~~David L. Grubbs~~
~~South Texas Electric Cooperative~~
~~P.O. Box 119~~
~~Nursery, TX 77976-0119~~

~~Jill Hall~~
~~2900 Stratford Drive~~
~~Austin, TX 78746-4629~~

~~Jim Harder~~
~~Garland Power & Light~~
~~504 W. State Street~~

~~Trudy Harper~~
~~Tenaska Energy, Inc.~~
~~2000 E. Lamar Blvd, Suite 450~~

~~Garland, TX 75040~~

~~Jack Hawks~~
~~PG&E Generating Company~~
~~7500 Old Georgetown Rd, 13th Floor~~
~~Bethesda, MD 20814-6161~~

~~Clifton B. Karnei~~
~~Brazos Electric Power Coop, Inc.~~
~~P.O. Box 2585~~
~~Waco, TX 76702-2585~~

~~Ron Lanclos~~
~~Oxy Permian LTD~~
~~P.O. Box 4294~~
~~Houston, TX 77079~~

~~Bob Manning~~
~~HEB Grocery Company~~
~~P.O. Box 839999~~
~~San Antonio, TX 78283~~

~~David M. McClanahan~~
~~Reliant Energy~~
~~1111 Louisiana~~
~~Houston, TX 77002~~

~~Robert Merett~~
~~Magic Valley Electric Cooperative~~
~~P.O. Box 267~~
~~Mercedes, TX 78570~~

~~John Stauffacher~~
~~Dynegy, Inc.~~
~~1000 Louisiana, Suite 5800~~
~~Houston, TX 77001~~

~~Chairman Pat Wood, III~~
~~Public Utility Commission~~
~~P.O. Box 13326~~
~~Austin, TX 78711-3326~~

~~Arlington, TX 76006~~

~~David Itz~~
~~Calpine~~
~~700 Louisiana, Suite 2700~~
~~Houston, TX 77002~~

~~Robin Kittel~~
~~Enron Energy Services, Inc.~~
~~701 Brazos, Suite 310~~
~~Austin, TX 78701~~

~~Milton B. Lee~~
~~City Public Service~~
~~P.O. Box 1771~~
~~San Antonio, TX 78296-1771~~

~~Chuck B. Manning~~
~~Austin Energy~~
~~721 Barton Springs Rd~~
~~Austin, TX 78704-1194~~

~~Suzi McClellan~~
~~Office of Public Utility Counsel~~
~~P.O. Box 12397~~
~~Austin, TX 78711-2397~~

~~Thomas E. Noel~~
~~ERCOT~~
~~7200 N. Mopac, Suite 250~~
~~Austin, TX 78731~~

~~Brian Tierney~~
~~American Electric Power Service Corporation~~
~~1 Riverside Plaza, 14th Floor~~
~~Columbus, OH 43215-2372~~

Mark G. Armentrout
1309 Hidden Meadow Road
McKinney, Texas 75070

Brad Cox
c/o Tenaska Power Services
1701 East Lamar Boulevard, Suite 900
Arlington, Texas 76006

Miguel W. Espinosa
12223 Taylorcrest Road
Houston, Texas 77024-4246

Michehl R. Gent
6472 Cascade Street
San Diego, California 92122

Charles W. Jenkins III
c/o Oncor Electric Delivery Company, LLC
Energy Plaza, Suite 22-035C
1601 Bryan Street
Dallas, Texas 75201

Clifton Karnei
c/o Brazos Electric Power Cooperative
2404 LaSalle Avenue
Waco, Texas 76706

A. D. Patton
303 Anderson Street
College Station, Texas 77840

Robert P. Thomas
c/o Green Mountain Energy Company
300 West Sixth Street, Suite 900
Austin, Texas 78701

Don Ballard
c/o Office of Public Utility Counsel
1701 North Congress Avenue, Suite 9-180
Austin, Texas 78701

Andrew Dalton
c/o Valero
One Valero Way
San Antonio, Texas 78249-1112

Nick Fehrenhbach
c/o City of Dallas
1500 Marilla, Room 4F North
Dallas, Texas 75201

Bob Helton
c/o International Power America
18509 Champions Circle
Point Venture, Texas 78645

Bob Kahn
c/o ERCOT
7620 Metro Center Drive
Austin, Texas 78744

Jan Newton
113 Arroyo
Boerne, Texas 78006

Barry T. Smitherman
c/o Public Utility Commission of Texas
1701 North Congress Avenue
Austin, Texas 78701

Dan Wilkerson
c/o Bryan Texas Utilities
P.O. Box 1000
Bryan, Texas 77805

ARTICLE SEVEN
POWERS

Except as these Articles otherwise provide, the corporation has all the powers provided by the Texas Non-Profit Corporation Act. Moreover, the corporation has all the implied powers necessary and proper to carry out its express powers.

ARTICLE EIGHT
RESTRICTIONS AND REQUIREMENTS

The corporation shall have no capital stock, and no Member shall be obligated or entitled to subscribe to or hold capital stock or other evidence of ownership in order to exercise its rights to participate in the corporation.

The corporation may not pay dividends or other corporate income to its Members, directors, or officers, or otherwise accrue distributable profits, or permit realization of private gain. The ~~Corporation~~corporation may not take any act prohibited by the Texas Non-Profit Corporation Act.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to the Members participating in the corporation or to trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by ~~a corporation~~an organization exempt from federal income tax under ~~applicable provisions of the Internal Revenue Code, as in effect from time to time~~Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

A substantial part of the activities of the Corporation shall not consist of carrying on propaganda or attempting to influence legislation. The Corporation may not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Upon dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the corporation, shall dispose of all of the assets of the corporation, exclusively for the purposes of the corporation, in accordance with applicable law in such manner ~~or~~and to such organization or organizations as the Board of Directors may determine, provided that each such ~~organizations are~~organization is organized and operated exclusively ~~as organizations~~for charitable, educational, religious or scientific purposes and is then exempt from federal income ~~tax under applicable provisions of the Internal Revenue Code.~~taxation as an organization described in Section 501(c)(3) of the Code. No part of the corporation's assets shall ever be distributed to its directors or officers, or inure to the benefit of any private individual.

In the event that the Internal Revenue Service determines that the corporation is a private foundation within the meaning of Section 509(a) of the Code, the corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, make any investments in a manner as to subject the corporation to tax under Section 4944 of the Code, or make any taxable expenditures as defined in Section 4945(d) of the Code. Additionally, if such a determination is made by the Internal Revenue Service, the corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

ARTICLE NINE
MEMBERS

The corporation may have Members as provided in the Bylaws. The Bylaws may be altered, amended or repealed or new Bylaws adopted, by Members of ERCOT, if allowed, through a procedure set forth in the Bylaws or any other manner set forth in the Bylaws.

ARTICLE TEN
MANAGING BODY

The management of the corporation is vested in Board of Directors and such committees of the Board that the Board may, from time to time, establish. The Bylaws provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors. The number of voting directors of the corporation shall be fixed in the Bylaws, but shall not be less than six (6).

ARTICLE ELEVEN
ACTION WITHOUT A MEETING

Unless otherwise provided by law, any action required or permitted to be taken at any meeting of the Members, Board of Directors or of any committee thereof may be taken without a meeting, if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Members, directors or committee members as would be necessary to take that action at a meeting at which all of the Members, directors or members of the committee were present and voted.

ARTICLE TWELVE
LIMITATION OF LIABILITY OF DIRECTORS

A director shall not be liable to the corporation or its Members for monetary damages for any act or omission in the director's capacity as a director, except that this provision does not eliminate or limit the liability of a director for:

A. a breach of a director's duty of loyalty to the corporation or its Members;

B. an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;

C. a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or

D. an act or omission for which the liability of a director is expressly provided by statute.

If the Texas Miscellaneous Corporation Laws Act or the Texas Non–Profit Corporation Act is amended to authorize action further eliminating or limiting the personal liability of directors, then, after approval by the members of the corporation, the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. Any repeal or modification of the foregoing paragraph shall not adversely affect any right of protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE THIRTEEN
CONSTRUCTION

All references in the Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this _____ day of _____, ~~2001.~~2009.

_____

~~Margaret Uhlig Pemberton~~_____,
Secretary

Electric Reliability Council of Texas, Inc.

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